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11234-C

LAW OFFICES
ALVORD AND ALVORD

200 WORLD CENTER BUILDING
918 SIXTEENTH STREET, N.W.
WASHINGTON, D.C.
20006-2973

ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

ROBERT W. ALVORD*
CARL C. DAVIS*
CHARLES T. KAPPLER
JOHN H. DOYLE*
GEORGE JOHN KETO*
MILTON C. GRACE*
JAMES C. MARTIN, JR.*

*NOT A MEMBER OF D.C. BAR
*ALSO ADMITTED IN NEW YORK
*ALSO ADMITTED IN OHIO
*ALSO ADMITTED IN MARYLAND

OF COUNSEL
JESS LARSON
JOHN L. INGOLDSBY
URBAN A. LESTER

CABLE ADDRESS
"ALVORD"
TELEPHONE
AREA CODE 202
393-2268
TELETYPE
440367 AND A

RECORDATION NO. 11234-C FROM 1425

JAN 4 1988 - 2 30 PM

INTERSTATE COMMERCE COMMISSION
January 4, 1988

UNIT
JAN 4 1988
OFFICE OF
RECORDS
AND
COMMUNICATIONS

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
Washington, D.C.

No. 8-004A050

Date JAN 4 1988

For \$ 10.00

ICC Washington, D.C.

Dear Ms. McGee:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. §11303(a) are two copies of a Release Agreement dated December 11, 1987, a secondary document as defined in the Commission's Rules for the Recordation of Documents.

The enclosed document relates to a Lease Agreement dated as of November 20, 1979 and Assignment of Railroad Lease Agreement dated as of November 20, 1979, which were recorded on December 26, 1979 under Recordation Numbers 11234 and 11234-A, respectively.

The names and addresses of the parties to the enclosed document are:

Lessor: Dr. Edward Newman, Harry Reed, Vince Gavin
and Allin W. Proudfoot, as Independent
Coexecutors of the estate of Arthur
Rubloff, deceased
69 West Washington
Chicago, Illinois 60602

Lessee: Green Mountain Railroad Company
P.O. Box 498
Bellows Falls, Vermont 05101

A description of the railroad equipment covered by the enclosed document is set forth in Schedule A attached hereto and made a part hereof.

Counterpart - CT/Kemper

Ms. Noreta R. McGee
Secretary
Interstate Commerce Commission
January 4, 1988
Page Two

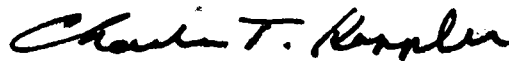
Also enclosed is a check in the amount of \$10 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return a stamped copy of the enclosed document to Charles T. Kappler, Esq., Alvord and Alvord, 918 Sixteenth Street, N.W., Washington, D.C. 20006.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Release Agreement dated December 11, 1987 covering 18 general purpose XM type boxcars bearing original GMRC marks and numbers and current QC marks and numbers.

Very truly yours,


Charles T. Kappler

Enclosures

RELEASE AGREEMENT
SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Number of Cars</u>	<u>Description</u>	<u>Original Mark</u>	<u>Current Mark</u>
18	70-ton	GMRC 11051	QC 74919
	general purpose	GMRC 11052	QC 74868
	XM type boxcars	GMRC 11053	QC 74857
	manufactured by	GMRC 11054	QC 74856
	Pullman Incorpo-	GMRC 11055	QC 74848
	rated (Pullman	GMRC 11056	QC 74832
	Standard Division)	GMRC 11057	QC 74914
		GMRC 11058	QC 74879
		GMRC 11059	QC 74894
		GMRC 11060	QC 74837
		GMRC 11061	QC 74881
		GMRC 11062	QC 74852
		GMRC 11063	QC 74899
		GMRC 11064	QC 74907
		GMRC 11065	QC 74864
		GMRC 11066	QC 74880
		GMRC 11067	QC 74889
		GMRC 11068	QC 74896

Interstate Commerce Commission

Washington, D.C. 20423

OFFICE OF THE SECRETARY

Charles T. Kappler, Jr
Alvord & Alvord
918 16th Street N.W.
Washington, D.C. 20006

Dear

Sir

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C.

11303, on 12:30PM at 12:30 1/4/88, and assigned re-

cordation number(s). 11339-B, 1144-B, 11233-B, 11235-B & C, 11236-B & C

11234-C

Sincerely yours,

Norita L. McGee

Secretary

Enclosure(s)

JAN 4 1988 12 00 PM

RELEASE AGREEMENT

INTERSTATE COMMERCE COMMISSION

THIS RELEASE AGREEMENT dated as of Dec 11, 1987, 1987 is between Green Mountain Railroad Company ("Lessee") whose post office address is P.O. Box 498, Bellows Falls, VT 05101, and Dr. Edward Newman, Harry Reed, Vince Gavin and Allin W. Proudfoot, as Independent Coexecutors of the estate (the "Estate") of Arthur Rubloff, deceased ("Lessor"), whose post office address is 69 West Washington, Chicago, Illinois 60602.

RECITALS

A. Lessee and BRAE Corporation ("BRAE"), as agent for undisclosed principal owners, have entered into a Lease Agreement dated as of November 20, 1979 (the "Lease") between Lessee and BRAE, as Lessor, pursuant to which Lessee leased from BRAE the items of railroad rolling stock (the "Equipment") more fully described in Schedule A attached hereto and hereby made a part hereof.

B. BRAE assigned all of its right, title and interest in, to and under the Lease as it relates to the Equipment to Arthur Rubloff, deceased, pursuant to an Assignment of Railroad Lease Agreement dated as of November 20, 1979, which was filed with the Interstate Commerce Commission and recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act,

49 U.S.C. §11303 on December 26, 1979 at 11:40 a.m. and assigned Recordation Number 11234-A.

C. The Lease as it relates to the Equipment is no longer in effect and Lessee no longer has any interest in the Equipment pursuant to the Lease.

D. The Lease was filed with the Interstate Commerce Commission and recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. §11303 on December 26, 1979 at 11:40 a.m. and assigned Recordation Number 11234.

NOW, THEREFORE, the Lessee and the Lessor hereby agree that the Lease as it relates to the Equipment and all of the Lessee's interest in the Equipment are hereby released.

IN WITNESS WHEREOF, the Lessor and Lessee have executed this Release Agreement as of the ____ day of _____, 1987.

GREEN MOUNTAIN RAILROAD COMPANY

By:

Its:

James E. Davis
President

Dr. Edward Newman
Dr. Edward Newman,
Independent Co-Executor of
the Estate of Arthur Rubloff,
deceased

Harry Reed
Harry Reed,
Independent Co-Executor of the
Estate of Arthur Rubloff,

Vince Gavin
Vince Gavin,
Independent Co-Executor of the
Estate of Arthur Rubloff,
deceased

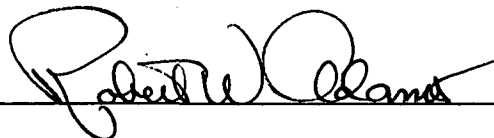
Allin W. Proudfoot
Allin W. Proudfoot,
Independent Co-Executor of the
Estate of Arthur Rubloff

deceased

deceased

STATE OF Vermont)
COUNTY OF Windham) SS

On this 11th day of Dec., 1987, before me
personally appeared Glenn E. Davis and _____ to me
personally known, ~~each of whom~~ being by me duly sworn, says that
he is a President of Green Mountain Railroad Company,
a Vermont corporation, and that the foregoing
instrument was duly signed by him on behalf of said Corporation;
and said President and _____
respectively acknowledged before me that ~~they~~ ^{he} executed the same
as ~~their~~ ^{his} free acts and deeds and the free act and deed of said
Corporation.

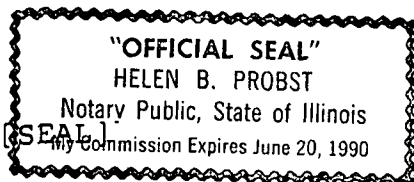


[NOTARIAL SEAL]

My Commission expires: 10 Feb. 1991

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 4 day of Dec., 1987, before me personally appeared Dr. Edward Newman, Independent Co-Executor of the estate of Arthur Rubloff, deceased, personally known to me to be the same person whose name is subscribed to the foregoing instrument, who acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act as such Co-Executor for the uses and purposes therein set forth.

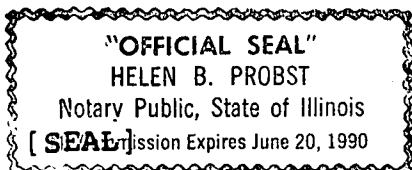


Helen B. Probst
Notary Public

My Commission expires: June 20, 1990

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 4 day of Dec., 1987, before me personally appeared Harry Reed, Independent Co-Executor of the estate of Arthur Rubloff, deceased, personally known to me to be the same person whose name is subscribed to the foregoing instrument, who acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act as such Co-Executor for the uses and purposes therein set forth.

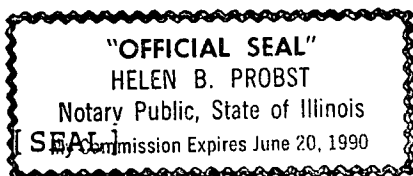


Helen B. Probst
Notary Public

My Commission expires: June 20, 1990

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 4 day of Dec., 1987, before me personally appeared Vince Gavin, Independent Co-Executor of the estate of Arthur Rubloff, deceased, personally known to me to be the same person whose name is subscribed to the foregoing instrument, who acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act as such Co-Executor for the uses and purposes therein set forth.

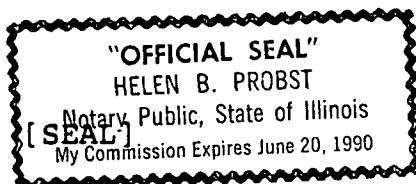


Helen B. Probst
Notary Public

My Commission expires: June 20, 1990

STATE OF ILLINOIS)
) SS.
COUNTY OF COOK)

On this 4 day of Dec., 1987, before me personally appeared Allin W. Proudfoot, Independent Co-Executor of the estate of Arthur Rubloff, deceased, personally known to me to be the same person whose name is subscribed to the foregoing instrument, who acknowledged that he signed, sealed and delivered said instrument as his free and voluntary act as such Co-Executor for the uses and purposes therein set forth.



Helen B. Probst
Notary Public

My Commission expires: June 20, 1990

RELEASE AGREEMENT
SCHEDULE A

DESCRIPTION OF EQUIPMENT

<u>Number of Cars</u>	<u>Description</u>	<u>Original Mark</u>	<u>Current Mark</u>
18	70-ton	GMRC 11051	QC 74919
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	Pullman Incorpo-	GMRC 11055	QC 74848
	rated (Pullman	GMRC 11056	QC 74832
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		GMRC 11058	QC 74879
		GMRC 11059	QC 74894
		GMRC 11060	QC 74837
		GMRC 11061,	QC 74881
		GMRC 11062	QC 74852
		GMRC 11063	QC 74899
		GMRC 11064	QC 74907
		GMRC 11065	QC 74864
		GMRC 11066	QC 74880
		GMRC 11067	QC 74889
		GMRC 11068	QC 74896